

Fund for responding to loss and damage

FLD/B.2/8

3 July 2024

Second meeting of the Board

9 – 12 July 2024

Songdo, Republic of Korea

Provisional agenda item 8

Additional rules of procedure of the Board

Expected actions by the Board

The Board will be invited to:

- (a) Adopt the draft additional rules of procedure.
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I. Background and mandate

1. The Governing Instrument of the Fund for responding to loss and damage (the “**Governing Instrument**”)¹ provides certain rules of procedure of the Board in chapter III.D. Paragraph 31 of the Governing Instrument states that “The Board will develop additional rules of procedure”.
2. At its first meeting, the Board established an ad hoc committee on the additional rules of procedure of the Board (the “**Committee**”) to support the Board in the development and adoption of the additional rules of procedure of the Board.²
3. This document is structured as follows:
 - (a) Chapter II: A brief report on the work of the committee since it was established;
 - (b) Chapter III: A summary of the key issues discussed within the committee;
 - (c) Chapter IV: Next steps;
 - (d) Annex I: Draft decision of the Board;
 - (e) Annex II: Draft additional rules of procedure for the Board’s consideration (“**Draft RoP**”).
4. The committee notes that given the limited time available to complete its work there are a number of matters that require further consultations between members of the committee and, eventually, full consideration of the Draft RoP by the full Board and further consultations. In this regard, the committee remains ready to continue its work prior to, and during, the second meeting of the Board, as needed.

II. Report of the committee

5. Since its establishment, the committee has met three times: once on the margins of the first Board meeting of the Fund, and twice virtually on 16 and 28 May 2024. The co-chairs of the committee have also met with observers and the Co-Chairs of the Board, virtually, on 23 and 29 May 2024, respectively.
6. Following its second meeting, and using an exceptional no-objection procedure, the committee elected Ms. Anna Merrifield and Ms. Elena Pereira as its co-chairs.
7. At its first meeting, the committee discussed the high-level approach to their work, and set out an indicative timeline for the development of the Draft RoP. At the subsequent two meetings, Committee members provided their views on matters they considered relevant to the Draft RoP, based on compilation texts prepared by the interim secretariat.
8. At its first meeting, the committee requested the interim secretariat to prepare a zero draft of the additional rules of procedure based on the background document presented at the first meeting of the Board³ and the comments by committee members at the first committee meeting, and to incorporate written submissions from committee members received prior to circulation of the zero draft.
9. At its second meeting, the committee considered the zero draft compilation text prepared by the interim secretariat and reflecting written submissions from three committee members, and provided reflections on the substance of the draft.
10. At its third meeting, the committee considered an updated draft compilation text prepared by the interim secretariat, under the guidance of the committee co-chairs, which reflected the comments made at the second committee meeting, and further written inputs from five committee members.

¹ As contained in annex I to decisions 1/CP.28 and 5/CMA.5.

² Decision B.1/D.4.

³ Document B.1/3.

11. Following, and based on the comments made at, the third meeting of the committee, the committee co-chairs, with the support of the interim secretariat developed a co-chairs' proposal for the draft additional rules of procedure. This was circulated to the committee on 11 June 2024, with an invitation for written comments from committee members, and requesting them to consult with their respective regional groups and constituencies and to incorporate the comments received from such consultations into their comments.

12. Thirteen sets of written comments were received from members and alternate members of the Board, either through the relevant committee member, the relevant committee co-chair, or sent directly to the interim secretariat. Written comments were also received from observers.

13. The committee co-chairs, with the support of the interim secretariat, attempted to integrate these comments to the extent possible into a second co-chairs' proposal, which was circulated to the committee for their no-objection for submission to the Board for its further consideration.

14. For the avoidance of doubt, the no-objection from committee members applies only to the submission of the document "Draft additional rules of procedure", as set out in annex II, to the Board for further consideration, and does not, at this stage, represent an endorsement of the Draft RoP for adoption by the Board.

III. Key issues discussed within the committee

15. Although the committee was able to discuss, resolve and/or converge on many matters during its three meetings and in the written comments received, there remain a small number of items where further consideration by the full Board is required. These are indicated in the Draft RoP either as "options" text, or in bracketed text (see paras. 2(s), 4, 24, 37-39bis, 45, 53(c) and 55 of the Draft RoP). Additionally, committee members may, in the context of the Board consideration raise other issues previously raised in the committee and which have not been reflected in the Draft RoP.

16. Specifically, these issues relate to:

(a) From whom nominations for Board members and alternate members for each new term, and any replacements within a term, should be received. For nominations for each new term, differing views were expressed as to whether the nominations needed to come from the five United Nations regional groups, least developed countries and small island developing States, or whether the reference to paragraph 17 of the Governing Instrument of the Fund is sufficient. With respect to replacement of Board members and alternate members, different views were expressed as to whether the nomination would need to come from the person/persons that provided the nominations at the beginning of the relevant term of Board membership, or whether it could be sent by the Party or group of Parties that the relevant outgoing Board member or alternate member represents (see paras. 2(s) and 4 of the Draft RoP);

(b) The format of Board meetings, and specifically whether virtual meetings, or meetings with virtual participation, should be permitted and, if so, whether the Draft RoP should mandate at least one Board meeting per year to be held virtually or with virtual participation (see para. 24 of the Draft RoP);

(c) Whether there should be any limits placed on interventions made by Board members during Board meetings, and their ability to call for constituency meetings (see paras. 37–39bis of the Draft RoP);

(d) The language of certain documents relating to the Board, and whether all decisions and policies should be translated into all six official United Nations languages, or whether this should be left to the Board to determine from time to time (see para. 45 of the Draft RoP);

(e) Voting in cases where a Board member is a representative of a regional economic integration organization (see para. 53(c) of the Draft RoP);

(f) Whether decisions without a Board meeting can be transmitted to the Board at the request of the Executive Director of the Fund, or only based on the judgment of the Board Co-Chairs (see para. 55 of the Draft RoP).

17. In addition, and as reflected in the draft decision contained in annex I, further Board consideration is required in relation to the end date of the first term of Board membership and the term of the Co-Chairs, and in particular whether the latter should be aligned to calendar years or some other date.

IV. Next steps

18. The Board is invited to consider the Draft RoP contained in annex II to this document and, in particular, the open items set out in paragraphs 16–17 above in order to resolve all pending issue and adopt the additional rules of procedure of the Board at the second meeting of the Board.

Annex I

Draft decision of the Board

The Board, having considered document FLD/B.2/8 titled “Additional rules of procedure of the Board”:

- (a) *Welcomes* the work of the ad hoc subcommittee on the additional rules of procedure of the Board;
- (b) *Adopts* the additional rules of procedure of the Board, as set out in annex II to the document (the “RoP”);
- (c) *Decides* that, with respect to the RoP:
 - (i) For the purposes of paragraphs [6] and [7] of the RoP, and on an exceptional basis, the first term of Board membership shall be considered to end on 31 December 202[6][7];
 - (ii) With reference to part [IV] of the RoP, the Board shall decide no later than its [third][fourth] meeting on the end date of the term of the Co-Chairs;
 - (iii) With reference to paragraphs [18] and [23]–[24] of the RoP, for the duration of the first term of Board membership, the Board shall meet at least three times every year, excluding any extraordinary meetings, and that each regular meeting shall be held in person;
 - (iv) Pending adoption of the procedures referred to in paragraph [52] of the RoP, the Co-Chairs shall jointly determine when all efforts at exhausting consensus have been exhausted;
 - (v) For the purposes of paragraph [59] of the RoP, the policy on conflicts of interest to be developed by the Board may take into account the equivalent policies of similar funds, and of the institution that is expected, pursuant to relevant decisions of the Conference of the Parties and the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement, to host the secretariat of the Fund.

Annex II

Additional rules of procedure

Provisions from the Governing Instrument of the Fund

D. Rules of procedure of the Board

1. Co-chairs

23. The Board will elect two Co-Chairs from within its membership, one from a developed country and one from a developing country, who will serve a term of one year. The Co-Chairs may be re-elected. If a Board member is elected as Co-Chair, that member may request their alternate member to express the respective regional group's or constituency's viewpoint in Board deliberations. However, the Board member retains the right to vote.

2. Term of membership

24. Members and alternate members of the Board are to serve for a term of three years and are eligible to serve additional terms, as determined by their regional group or constituency, for a maximum of two consecutive terms.

3. Quorum

25. A three-fourths majority of Board members must be present at a meeting to constitute a quorum.

4. Decision-making

26. Decisions of the Board will be taken by consensus. If all efforts at reaching consensus have been exhausted and no consensus is reached, decisions will be taken by a four-fifths majority of the members present and voting. The Board will develop procedures for determining when all efforts at reaching consensus have been exhausted. The Board will adopt procedures for taking decisions between meetings.

5. Observers

27. The Fund will make arrangements to allow for the effective participation of observers in its meetings, including developing and carrying out an observer accreditation process.

6. Stakeholder input and participation

28. The Fund will establish consultative forums to engage and communicate with stakeholders. The forums will be open to a wide range of stakeholders, including representatives of civil society organizations, environmental and development nongovernmental organizations, trade unions, Indigenous Peoples, youth, women, climate induced migrants, industries and sectors impacted by climate change, community-based organizations, bilateral and multilateral development cooperation agencies, technical and research agencies, the private sector and governments. Participation in such forums should reflect a balance among United Nations geographical regions.

29. The Fund will develop mechanisms to promote the input and participation of stakeholders, including private sector actors, civil society organizations and the groups most vulnerable to the adverse effects of climate change, including women, youth and Indigenous Peoples, in the design, development and implementation of the activities financed by the Fund.

7. Expert and technical advice

30. The Board may establish expert and technical panels to support its work and to provide inputs to the Fund's activities. These panels may include representatives of relevant constituted bodies established under the Convention and the Paris Agreement.

8. Additional rules of procedure

31. The Board will develop additional rules of procedure.

Committee Co-Chairs' proposal

**Draft additional rules of procedure of the Board
including relevant provisions of the Governing Instrument and decisions 1/CP.28 and 5/CMA.5**

Part I. Scope and applicability

1. These rules of procedure shall apply to the conduct of business of the Board of the Fund and, except as otherwise decided by the Board, mutatis mutandis to Committees, Panels, and expert bodies established by the Board.

Part II. Definitions

2. For the purpose of these rules:

(a) “Active observer” means any representative invited to participate in Board meetings and related proceedings pursuant to paragraph 20 of the Governing Instrument;

(b) “Adviser” means an expert providing advice to a member and/or alternate member during or in connection with Board meetings and similar activities related to the Fund;

(c) “Alternate member” means any one of the 26 alternate members of the Board referred to in paragraph 18 of the Governing Instrument;

(d) “Board” means the Board of the Fund;

(e) “Board member” means any one of the 26 members of the Board referred to in paragraph 17 of the Governing Instrument, and includes an Alternate member serving as the Board member pursuant to paragraph 18 of the Governing Instrument;

(f) “CMA” means the Conference of the Parties serving as the Meeting of the Parties to the Paris Agreement;

(g) “Co-Chair” means either one of the two Co-Chairs elected by the Board pursuant to paragraph 23 of the Governing Instrument;

(h) “Committee” means any standing or ad hoc subcommittee established by the Board pursuant to paragraph 22(h) of the Governing Instrument;

(i) “Convention” means the United Nations Framework Convention on Climate Change adopted in 1992, which entered into force on 21 March 1994;

(j) “COP” means the Conference of the Parties to the Convention;

(k) “Executive Director” means the Executive Director of the Fund referred to in paragraph 33 of the Governing Instrument;

(l) “Fund” means the fund established by decisions 2/CP.27 and 2/CMA.4 and operationalized by decisions 1/CP.28 and 5/CMA.5;

(m) “Governing Instrument” means the Governing Instrument of the Fund as contained in the annex to decisions 1/CP.28 and 5/CMA.5;

(n) “Meeting” means any formal meeting of the Board;

(o) “Observer” means any representative of a State, organization, or other entity accredited to participate in Board meetings as observer(s) pursuant to paragraph 27 of the Governing Instrument;

(p) “Panel” means any panel established by the Board pursuant to paragraphs 22(h) or 30 of the Governing Instrument;

(q) “Paris Agreement” means the Paris Agreement, adopted on 12 December 2015, which entered into force on 4 November 2016;

(r) “Parties” means parties to the Convention and the Paris Agreement;

(s) Option 1: “Regional groups or constituencies” means any of the five United Nations regional groups, least developed countries and small island developing States]

Option 2: “Regional Groups or Constituencies” means any of the regional groups and constituencies referred to in paragraph 17 of the Governing Instrument;

(t) “Secretariat” means the independent secretariat referred to in paragraph 32 of the Governing Instrument and, until the establishment of the independent secretariat, the interim secretariat referred to in paragraph 26 of decisions 1/CP.28 and 5/CMA.5;

(u) “Trustee” means the trustee of the Fund.

Part III. Selection and Term of Board members and Alternate members

Relevant paragraphs of the Governing Instrument¹

17. The Board will comprise 26 members, as follows:
 - (a) 12 members from developed countries;
 - (b) 3 members from African States;
 - (c) 3 members from Asia-Pacific States;
 - (d) 3 members from Latin American and Caribbean States;
 - (e) 2 members from small island developing States;
 - (f) 2 members from the least developed countries;
 - (g) 1 member from a developing country not included in the regional groups and constituencies referred to in paragraph 17(b)–(f) above.
18. Each Board member will have an alternate member, with alternate members entitled to participate in the meetings of the Board only through the principal member, without the right to vote, unless they are serving as the member. During the absence of a member from all or part of a meeting of the Board, its alternate will serve as the member.
19. The relevant regional groups and constituencies will nominate representatives with the appropriate technical, finance, loss and damage, and policy expertise, with due consideration given to gender balance, to serve as Board members, including alternate members.
24. Members and alternate members of the Board are to serve for a term of three years and are eligible to serve additional terms, as determined by their regional group or constituency, for a maximum of two consecutive terms.

Decisions 1/CP.28 and 5/CMA.5, common paragraph 9

9. The alternate member for the seat on the Board of the Fund referred to in paragraph 17(g) of annex I will rotate among the developing country Parties in the regional groups and constituencies listed in paragraph 17(b–f) of annex I.

3.1. *Nominations for each new Board term*

3. For each new term, each Regional Group or Constituency referred to in paragraph 17 of the Governing Instrument shall submit the nomination of their respective Board members and Alternate members, representing Parties, to the Secretariat. The nomination shall confirm that it is being made with the agreement of all members of the Regional Group or Constituency in accordance with their own respective consultation processes.

3.2. *Board member and Alternate member vacancies during a term*

4. Option 1: Any replacement of the Board member or Alternate member within a term shall be made and notified to the Secretariat by the Regional Group or Constituency that selected the Board member or Alternate member.

Option 2: If a Board member or Alternate member resigns or is otherwise unable to complete the assigned term or functions, an individual from the same Party shall be nominated by that Party to replace that Board member or Alternate member for the remainder of that term. That Party may also, after consultation with the relevant Regional Group or Constituency, as applicable, name an individual from another Party in the same Regional

¹ As an alternative to copy pasting the text of the Governing Instrument and COP/CMA decisions relevant to each part of these additional rules of procedure at the beginning of each part, an alternative, which will increase the readability and usability of the text, could be to introduce the relevant Governing Instrument COP/CMA paragraphs as separate paragraphs in the additional rules of procedure in a more structured manner so that the provisions all flow logically one after the other. The Governing Instrument COP/CMA text could be coloured differently (together with references to the relevant provisions of the Governing Instrument COP/CMA decisions) to clearly differentiate those provisions, and the additional rules of procedure.

Group or Constituency, as applicable, to replace the Board member or Alternate member. The Party shall notify the Secretariat, in writing, of the name and contact details of the nominated Board member or Alternate member, which will be subsequently communicated to the Board by the Secretariat.

5. Any replacement Board member or Alternate member notified to the Secretariat pursuant to paragraph 4 above shall hold the position for the remainder of the unexpired term and shall, unless otherwise notified to the Secretariat, assume the position of the outgoing Board member or Alternate member on any Committees.

3.3. *Term of membership*

6. The term of the Board members and Alternate members shall start on 1 January of the calendar year immediately following their nomination. Board members and Alternate members continue their functions until their successors have been nominated and their terms have commenced.

7. For each new term of Board membership, the term of the relevant Board members and Alternate members shall be considered to have begun on 1 January, notwithstanding delays in the nomination process.

3.4. *Secretariat acknowledgement*

8. Nominations under paragraphs 3 and 4 above shall contain the names and contacts details of the Board member or Alternate Member, as the case may be, as well as the effective date of any replacement under paragraph 4 above. Any such communications shall be acknowledged by the Secretariat, and copied to all Board members and Alternate members.

Part IV. Co-Chairs

Relevant paragraph of the Governing Instrument

- 23 The Board will elect two Co-Chairs from within its membership, one from a developed country and one from a developing country, who will serve a term of one year. The Co-Chairs may be re-elected. If a Board member is elected as Co-Chair, that member may request their alternate member to express the respective regional group's or constituency's viewpoint in Board deliberations. However, the Board member retains the right to vote.

4.1. Co-Chair replacement

9. In the event that one Co-Chair or both Co-Chairs are unable to attend a Meeting, the Board shall elect (an)other Board member(s) to assume the functions of Co-Chair(s) for the duration of the Meeting. In the event that a replacement Co-Chair is not able to be nominated, or elected, the Meeting may proceed with a single Chair.

10. Where one Co-Chair or both Co-Chairs are unable to attend two consecutive Meetings, the Board shall elect (a) new Co-Chair(s) for the remainder of the term of the predecessor(s).

4.2. Co-Chair duties in the conduct of meetings

11. In the conduct of Board meetings, the Co-Chairs shall be guided by the best interest of the Fund.

12. The Co-Chairs shall share and allocate between themselves responsibility for chairing Meetings.

13. The Co-Chairs shall be responsible for the opening, conduct, suspension and adjournment of the Meeting and for dealing with all procedural matters, including, but not limited to, issues regarding formal decision-making procedures, putting questions to a vote if all efforts at reaching consensus have been exhausted, and according the right to speak. They are responsible for ensuring the observance of the rules of procedure of the Board and adherence to the agenda. The Co-Chairs shall rule on points of order and any such determination shall be final unless a majority of Board members object. In that case, the Board shall consider the course of action to be taken.

4.3. Co-Chair external duties

14. The Co-Chairs may, after consultation with the Board, represent the Board at external meetings and shall report back to the Board on those meetings. They may delegate that function acting jointly.

4.4. Co-Chair transition

15. For proper knowledge transfer, the Secretariat shall prepare briefing materials and arrange regular engagement with incoming Co-Chairs, including engagements with the current Co-Chairs.

Part V. Participation of alternates and advisers

5.1. *Participation of Alternate members*

Relevant paragraph of the Governing Instrument

18. Each Board member will have an alternate member, with alternate members entitled to participate in the meetings of the Board only through the principal member, without the right to vote, unless they are serving as the member. During the absence of a member from all or part of a meeting of the Board, its alternate will serve as the member.

16. A Board member may delegate their right to express the views of the seat to their Alternate member during all or part of a Meeting. Any such arrangement shall be declared at the opening of each relevant agenda or subagenda item and shall apply for the duration of that agenda or subagenda item. Such a delegation by the Board member shall have the effect that the Board member is deemed to be absent from the Meeting in respect of that agenda or subagenda item for the purposes of paragraph 18 of the Governing Instrument.

5.2. *Participation of Advisers*

17. The Board shall develop guidelines for the participation of Advisers in Meetings and meetings of Committees.

Part VI. Meetings

6.1. *Meeting frequency*

18. The Board shall meet as frequently as it deems necessary.

6.2. *Meeting location*

19. In-person Meetings shall take place in the host country of the Board or at an alternative location agreed by the Board.

6.3. *Meeting dates and notification*

20. No later than 30 September each year, the Board shall agree dates for regular Meetings of the Board for the subsequent year, while retaining flexibility to amend dates, as appropriate.

21. The Secretariat shall notify all Board members, Alternate members, Advisers and Observers of the dates and venue of the Meetings and circulate a formal invitation for any regular Meeting at least six weeks before the first day of each Meeting. A notification shall also be posted on the Fund's website.

6.4. *Extraordinary Meetings*

22. Extraordinary Meetings may be convened to address extraordinary circumstances. In the case of an extraordinary Meeting, the Co-Chairs, acting jointly, shall determine the date by which notification to the Board members and Alternate members has to be made, taking into account the urgency of the matter, and the format of the meeting. The Board shall develop guidelines for convening extraordinary Meetings that shall be annexed to these additional rules of procedure. Such meetings may be held in person, virtually, or with virtual participation in hybrid format.

6.5. *Format of Meetings*

23. The Board shall decide on the format of each Meeting, which may be held in person, virtually, or with virtual participation in hybrid format.

24. Option 1: If the number of Meetings in a given calendar year exceeds two, at least one Meeting shall be held virtually or with virtual participation in hybrid format. Such virtual Meetings, or meetings with virtual participation held in hybrid format, shall focus on administrative issues, reporting and formal Board approval issues.

Option 2: One regular Meeting in a given calendar year, or an extraordinary Meeting, may be held virtually or with virtual participation in hybrid format.

25. If a Meeting, or part thereof, scheduled to be held in person cannot in the light of the circumstances be held in person, the Co-Chairs in consultation with the Board may decide to hold the Meeting, or part thereof, virtually or with virtual participation in hybrid format.

26. Meetings that are held virtually shall be deemed to have been held in the host country of the Board.

6.6. *Meeting agenda*

27. The Secretariat shall, in consultation with the Co-Chairs, prepare and distribute the provisional agenda for each regular Meeting at least 30 calendar days before the first day of each Meeting.

28. The Board shall, at the beginning of each Meeting, adopt the agenda for the Meeting.

6.7. *Meeting documents*

29. The Secretariat is responsible for preparing Meeting documents and shall transmit to Board members and Alternate members, copying all Advisers, the documentation relating to items on the provisional agenda at least 21 calendar days before the first scheduled day of the Meeting, except in the case of extraordinary Meetings and in exceptional circumstances

where, in the view of the Co-Chairs, a shorter period for the transmission of documentation is warranted. In any such cases, the Secretariat shall inform the Board at least 21 calendar days before the Meeting of the date by which the said documentation shall be transmitted.

30. Meeting documents shall be posted on the website of the Fund on the same day they are released to Board members, except for Board documents classified as confidential.

31. Comments of Board members on Meeting documents shall be transmitted promptly by the Secretariat to all Board members and Alternate members.

6.8. Meeting attendees

32. In addition to Board members and Alternate members, Meetings, other than executive sessions referred to in paragraph 34, shall be open to attendance by designated Advisers of Board members and Alternate members, Secretariat staff, representatives of the Trustee, Active observers and other Observers pursuant to the procedures to be developed by the Board pursuant to paragraphs 20 and 27 of the Governing Instrument, and such other persons as the Board may authorize from time to time.

33. At the invitation of the Board, representatives of relevant thematic or constituted bodies under and/or serving the Convention and Paris Agreement and/or other relevant organizations, bodies, funds or funding arrangements, may attend Meetings, and may be invited to speak by the Co-Chairs.

6.9. Executive sessions

34. In exceptional circumstances, the Board may decide to hold all or part of its Meeting in executive session. Unless otherwise decided by the Board, executive sessions shall be open only to Board members, Alternate members, Advisers, necessary representatives of the Secretariat, and such other persons or institutions and organizations authorized or requested by the Board to attend, including the Trustee.

6.10. Quorum

Relevant paragraph of the Governing Instrument

25. A three-fourths majority of Board members must be present at a meeting to constitute a quorum.

35. Board members participating virtually shall be considered to be present at a Meeting.

36. The existence of a quorum shall be verified by the Co-Chairs at the beginning of a Meeting and at the time of the adoption of any decision at a Meeting, as well as at the time of adoption of the Meeting report, and at the request of a Board member.

6.11. [Interventions

37. Board discussions shall be confined to the agenda item before the Board, and the Co-Chairs may call a speaker to order if their remarks are not relevant to the subject under discussion.

38. The Co-Chairs may limit the time allowed to speakers and the number of times a speaker may speak on any agenda item.

39. During the course of Board deliberations, the Co-Chairs may announce the list of speakers and, with the consent of the Board, declare the list closed.

[39bis)A Board member may, during a Meeting, request for the Meeting to be suspended in order for constituency meetings to be held. The Co-Chairs shall grant such requests. Such constituency meetings shall not exceed 30 minutes.]

6.12. Meeting record/summary report

40. The Co-Chairs shall present a joint summary of the main discussions and conclusions of the meeting within 5 business days after the Meeting. Any decision approved by the Board

at a Meeting shall be appended to the Co-Chairs' joint summary. The Co-Chairs' joint summary and the decisions, other than those classified as confidential, shall be a public document.

6.13. *Webcasting and maintaining permanent records of Meetings*

41. Meetings of the Board, other than any executive sessions, shall be webcast.
42. The Secretariat shall keep meeting records and arrange for the preservation and custody of documents for the Meetings on behalf of the Board in accordance with applicable policies and relevant rules and procedures.

6.14. *Languages*

43. The working language for the Board shall be English. The Board may authorize or facilitate the interpretation of Meetings in one or more of the six United Nations languages for Board members and Alternate members in individual cases, if requested by a Board member in advance of a Meeting.
44. Documents for the Meetings shall be provided in English.
45. Option 1: Decisions taken and policies adopted by the Board shall be made publicly available via the Fund website in all six official languages of the United Nations.
Option 2: The Board may decide, in accordance with applicable rules and regulations, to translate certain documents in other languages.

6.15. *Arrangements for Meetings*

46. The Secretariat shall make the necessary arrangements for Meetings, including by providing secretariat services for the Board, and managing relevant support services and logistics.

Part VII. Committees, panels and expert bodies

Relevant paragraphs of the Governing Instrument

- 22 The Board will:
[...]
(h) Establish subcommittees, panels and expert bodies, as appropriate, and define their terms of reference;
- 30 The Board may establish expert and technical panels to support its work and to provide inputs to the Fund's activities. These panels may include representatives of relevant constituted bodies established under the Convention and the Paris Agreement.

47. The Board may establish Committees from among its Board members and/or Alternate members, and panels and expert bodies as may be required for the conduct of its business.

48. Committees shall assist the Board in its decision-making, and shall exercise any authority delegated to them by the Board, subject to revocation at the Board's discretion.

49. Except for standing Committees, all Committees established *ad hoc* should have a clearly defined timeline and end date, related to the execution of their functions. All Committees should be subject to review at regular intervals.

50. The Board may establish, on a permanent or temporary basis, panels and/or expert bodies to assist it in the performance of its functions. Panels and expert bodies may include but need not be limited to Board members and Alternate members. They generally shall have advisory functions only and shall not have any decision-making authority.

Part VIII. Observers, Active observers

Relevant paragraphs of the Governing Instrument

- 20 The Board will enhance the engagement of stakeholders by inviting active observers, including youth, women, Indigenous Peoples and environmental non-governmental organizations, to participate in its meetings and related proceedings.
- 27 The Fund will make arrangements to allow for the effective participation of observers in its meetings, including developing and carrying out an observer accreditation process.
- 28 The Fund will establish consultative forums to engage and communicate with stakeholders. The forums will be open to a wide range of stakeholders, including representatives of civil society organizations, environmental and development nongovernmental organizations, trade unions, Indigenous Peoples, youth, women, climate induced migrants, industries and sectors impacted by climate change, community-based organizations, bilateral and multilateral development cooperation agencies, technical and research agencies, the private sector and governments. Participation in such forums should reflect a balance among United Nations geographical regions.
- 29 The Fund will develop mechanisms to promote the input and participation of stakeholders, including private sector actors, civil society organizations and the groups most vulnerable to the adverse effects of climate change, including women, youth and Indigenous Peoples, in the design, development and implementation of the activities financed by the Fund.

51. The participation of Active observers and other Observers in Meetings shall be set out in the procedures to be developed by the Board pursuant to paragraphs 20 and 27 of the Governing Instrument.

Part IX. Decision-making and voting

Relevant paragraph of the Governing Instrument

26. Decisions of the Board will be taken by consensus. If all efforts at reaching consensus have been exhausted and no consensus is reached, decisions will be taken by a four-fifths majority of the members present and voting. The Board will develop procedures for determining when all efforts at reaching consensus have been exhausted. The Board will adopt procedures for taking decisions between meetings.

9.1. *Determining when all efforts to reach consensus have been exhausted*

52. The Board shall develop procedures for determining when all efforts at reaching consensus have been exhausted.

9.2. *Decision-making in the absence of consensus*

53. If all efforts at reaching consensus have been exhausted and no consensus is reached, the following voting procedures apply, as a last resort:

(a) Prior to any votes being cast, the Co-Chairs provide a final draft decision to each Board member. The draft decision shall be the version that, in the Co-Chairs' judgment, was supported by the greatest number of Board members;

(b) The Co-Chairs retain their right to vote;

(c) Option 1: Each Board member has one vote;

Option 2: Each Board member representing a Regional Group or Constituency shall have one vote, except in cases where the Board member is a representative of a regional economic integration organization, in which case such Board member shall refrain from voting as a representative of member States of such organization that are also represented on the Board;

(d) Decisions will be taken by a four-fifths majority of Board members present and voting.

54. For the purpose of this rule, the phrase "Board members present and voting" means Board members present at the meeting at which voting takes place and casting an affirmative or negative vote, including those Board members participating virtually. Board members abstaining from voting are considered as not voting for the purpose of determining the four-fifths majority.

9.3. *Decisions between meetings*

55. Decisions without a Meeting may occur when in the judgment of [(i) both Co-Chairs, including following a recommendation from the Executive Director, [or (ii) the Executive Director], a decision needs to be taken by the Board that should not be postponed to the next Meeting. The Secretariat[, with the approval of the Co-Chairs,] shall in such circumstances transmit to Board members and Alternate members a proposed decision with the invitation to Board members to approve the decision on a non-objection basis, within a prescribed period (generally 14 days but in urgent cases no less than 7 days and in urgent and exceptional cases no less than 2 days). Copies of such proposal shall be provided to the Active observers for their information, unless otherwise determined by the Co-Chairs. At the expiration of the period prescribed for replies, the decision shall be deemed approved unless there is an objection in writing. If an objection has been received, the proposed decision shall be considered by the Board at the following Meeting unless otherwise provided for in the guidelines referred to in paragraph 56 below.

56. The Board shall develop guidelines to, among other things, determine in which cases decisions without a Board meeting may be requested. Prior to the adoption of such guidelines, the Co-Chairs shall determine on a case-by-case basis which decisions may be requested without a Board meeting.

57. Decisions approved between meetings shall be recorded in the report of the following Board meeting.

Part X. Informal consultations

58. The Co-Chairs may invite all Board members and Alternate members to informal consultations between sessions of the Board with a view to advancing proposals for adoption at a Meeting. Such consultations may be conducted through in-person meetings and/or hybrid/virtual means of communications in coordination with the Secretariat. Summary reports of such consultations shall be posted on the Fund's web page, except where such deliberations are considered confidential.

Part XI. Conflicts of interest

59. The Board shall develop a conflicts of interest policy to safeguard against conflicts of interest in fulfilling its obligations. Board members, Alternate members, Advisers, and Active observers are required to adhere to the Fund's conflict of interest policy as adopted by the Board.

60. At each meeting, Board members and Alternate members shall disclose any conflict of interest they may have in relation to any items on the agenda.

61. Board members and Alternate members shall recuse themselves by withdrawing from participation in deliberations or decision-making connected with a matter with respect to which they have a conflict of interest.

62. Active observers who participate in Board meetings shall also disclose any conflict of interest they may have in relation to any items on the agenda and recuse themselves from participating in the proceedings of that item.

Part XII. Amendments to the rules of procedure

63. The additional rules of procedure, except for those that reproduce provisions from the Governing Instrument or COP or CMA decisions, may be amended by the Board pursuant to the rules set out in Part IX above.

Part XIII. Overriding authority of the Governing Instrument

64. In the event of any conflict between any provision of these rules and any provisions of the Governing Instrument, the provisions of the Governing Instrument shall prevail.